

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**CERTIFICATE OF NO OBJECTION PURSUANT TO
28 U.S.C. § 1746 REGARDING DEBTORS' THIRTY-SEVENTH OMNIBUS
OBJECTION TO PROOFS OF CLAIMS (RECLASSIFYING CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 1700 Broadway, 19th Floor, New York, New York 10019.

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On October 19, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), filed the *Debtors' Thirty-Seventh Omnibus Objection to Proofs of Claim (Reclassifying Claims)* (ECF No. 9976) (the "**Omnibus Objection**").

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the "**Response Deadline**"). The Response Deadline was set for November 2, 2021, at 4:00 p.m. (prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibit 1** to the proposed order granting the relief requested in the Omnibus Objection (the "**Proposed Order**"), a copy of which is annexed hereto as **Exhibit A**, no responsive pleadings have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

4. A redline of the Proposed Order marked against the version attached to the Omnibus Objection is attached hereto as **Exhibit B**.

5. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: November 5, 2021
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Attorneys for Debtors

and Debtors in Possession

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.²	: (Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS' THIRTY-SEVENTH
OMNIBUS OBJECTION TO PROOFS OF CLAIM
(RECLASSIFYING CLAIMS)**

Upon the *Debtors' Thirty-Seventh Omnibus Objection to Proofs of Claim (Reclassifying Claims)*, filed on October 19, 2021 (the "**Objection**"),³ of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), all as more fully set forth in the Objection; and the

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

³ Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Proof of Claim listed on **Exhibit 1** annexed hereto and each asserted claim associated therewith (collectively, the “**Disputed Claims**”) is reclassified in its entirety to a general unsecured claim.
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to,

claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.

4. The rights of the Debtors to assert further objections to the Disputed Claims, in whole or in part, and on any basis, are fully preserved.

5. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

6. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2021
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Disputed Claims

Debtors' Thirty-Seventh Omnibus Objection to Claims
Exhibit 1 - Disputed Claims

Schedule of Disputed Claims to be Reclassified		
Ref #	Disputed Claims	Affected Proof of Claim No.
1.	A&GS CONTRACTOR INC	12634
2.	A-1 FIXIT SHOP	11466
3.	ABRAMS, LAKISHA V.	14488
4.	ABREU, CECILIA	12791
5.	ABREU, CECILIA	13371
6.	ADAMO, CARA B	9433
7.	AGUILAR, DIANA	11078
8.	AGUINAGA, JOHNNY A	18851
9.	AIKINS, SCOTT RICHARD	20310
10.	ALBRIGHT, TARA CHAUNISE	776
11.	ALLEN, JOANESE R	16033
12.	ALLISON MATTIE L	10352
13.	ALOHILANI ORCHIDS, INC.	2362
14.	AMERICA'S FRESH FOODS, INC.	6067
15.	AMAR, ABDELHAMID	18998
16.	ANDERSON, MARJORIE	14272
17.	ANDERSON, STACY	9843
18.	ANDERSON, SYLVIA	13788
19.	ANDREWS , JAMES E	16089
20.	ANTHONY, DORCAS D	15146
21.	ANTOINE, WEDY	6293
22.	ARELLANO, CASSANDRA	10310
23.	ARISPE, DORA A	15117
24.	ARIZPE, MARIA A	10490
25.	ARNOLD, GARY R	10578
26.	ASUELO, MARCIAL	14792
27.	ASUELO, MARCIAL	14410
28.	AUER, JOANN	18565
29.	BADDING, DORIS	15609
30.	BALOCAN, CORA	17630
31.	BARNES, HORACE	10670
32.	BARNES, UNA D	19627
33.	BARTON, SOPHIA A	12569
34.	BATEMAN, NAJAH	18439
35.	BEAM, JAMES A	9400
36.	BEEBE, ELIZABETH M	11657
37.	BELLO, SHAKIRUDEEN	10266
38.	BERGER, KIMBERLY N	19767
39.	BERTA, CINDY L	12945
40.	BETTS, RYAN R.	14695
41.	BISHOP, CHERYL	8963
42.	BLK PROPERTY VENTURES, LLC	17679
43.	BLUMBERG, MICHAEL	9319
44.	BOCANEGRA, JIMMY	8364
45.	BOCANEGRA, JIMMY	8409
46.	BOCANEGRA, JIMMY	8709
47.	BOCANEGRA, JIMMY	8880
50.	BRACKIN, ALICE B	11020
51.	BRADLEY, SUSAN KAY	11841
52.	BRADSHAW WESTWOOD TRUST	16451
53.	BRANTLEY, MARJORIE	10390
54.	BRESCH, JAMES E.	20084
55.	BRESCHER, JAMIE	12568
56.	BREWER, SHEILA	9546
57.	BROADNAX , JACQUELINE D	13627
58.	BRONSON, MARISSA A	8957
59.	BROOKINS SR, LORNE	9860
60.	BROWNE, MARILYN	19055
61.	BRUNSTING, BLAIR	4518
62.	BURNS, AMY	9100
63.	BUTI, JUDITH L.	21621
64.	BV USA ENTERPRISES INC	2060

Debtors' Thirty-Seventh Omnibus Objection to Claims
Exhibit 1 - Disputed Claims

Schedule of Disputed Claims to be Reclassified		
Ref #	Disputed Claims	Affected Proof of Claim No.
65.	BV USA ENTERPRISES INC.	294
66.	BV USA ENTERPRISES INC.	297
67.	BYRD, JUREEM K	12681
68.	CAITO FOODS, LLC	12395
69.	CALI CHIC	11037
70.	CALN TOWNSHIP	9622
71.	CALVIN, ANTHONY	8966
72.	CAMPBELL, CHRISTOPHER M	10633
73.	CANAS, ESTHER M.	13588
74.	CAPITAL BUILDING SERVICES GROUP, INC	17587
75.	CAPITAL BUILDING SERVICES GROUP, INC	18327
76.	CAPITAL BUILDING SERVICES GROUP, INC	18726
77.	CAPITAL BUILDING SERVICES GROUP, INC.	18081
78.	CAPITAL BUILDING SERVICES GROUP, INC.	18090
79.	CARBALLO, MANUELITA	15256
80.	CARIBBEAN LOTTERY SERVICES	3595
82.	CARTER, WILLIAM	12737
83.	CEVASCO, CLARA L.	11293
84.	CHANNEY, JUWAN	19986
85.	CHAPMAN, DEBRA	14779
86.	CHAVEZ, OMAR	13504
87.	CHERRY, JADA	13939
88.	CHILES, JUANITA H	19086
89.	CHIN, KARL A	17914
90.	CITY OF BREA	18059
91.	CITY OF DOWNEY	20252
92.	CITY OF ESCONDIDO	19552
93.	CITY OF GRAYLING	6489
94.	CITY OF LOS ANGELES, OFFICE OF FINANCE	19913
95.	CITY OF SANTA CLARITA	17939
96.	CLARK, IESHIA N	11979
97.	CLARK, SEAN	10634
98.	CMM, LLC	17906
99.	COBARRUBIAS, ANTONIA	7875
100.	COHEN , MICHAEL A	11993
101.	COHEN PATRICIA B	12178
102.	COLEMAN, MONTEZ	19503
103.	COLMENARES, EUFROSINA	3169
104.	COMERATE, SR., DOMINIC JOHN	4577
105.	COMSTOCK, KENNETH	13518
106.	CONNECTICUT NATURAL GAS CORPORATION	6607
107.	CONTI, BIAGIO	19151
108.	CONTINENTAL 51 FUND LIMITED PARTNERSHIP, A WISCONSIN LIMITED PARTNERSHIP	13168
109.	CORBETT, MADISON	15099
110.	CORBIN, SARAH	2466
111.	COUNTEE, LINDA C	10713
112.	COWARD, EVELYN	18838
113.	CRAFTS, JOHN M	14216
114.	CRAMER, TAMMY	9094
115.	CRAW, DEWEY A	13213
116.	CRUZ, ROSIE V	18683
117.	CULLITON, ANDREA M	11451
118.	D'AMBROSIO, MICHAEL	19143
119.	DANIEL, SHIRLEY	17671
120.	DANIELS, DOUGLAS P	18592
121.	DAVENPORT, JONATHAN DANIEL	1727
122.	DAVIES, CHRISTOPHER	18540
123.	DAVIS, CAROL B	14015
124.	DAVIS, KIMBERLY R	18931
125.	DAVIS, STEVEN E	5996
126.	DEAL, LUCILLE H	26152
127.	DEMARACO, JENNIFER	19299

Debtors' Thirty-Seventh Omnibus Objection to Claims
Exhibit 1 - Disputed Claims

Schedule of Disputed Claims to be Reclassified		
Ref #	Disputed Claims	Affected Proof of Claim No.
128.	DENNIS, BEVERLY	20279
129.	DESAI, KAMLESH R	17229
130.	DEVORE, ALICIA A.	9786
131.	DI CICCIO, THOMAS	12065
132.	DIAZ JIMENEZ, JAVIER	18623
133.	DICKENSON, INGRID	14910
134.	DIFEBO, REBECCA L	12198
135.	DOHMAN, AMIE L	16354
136.	DOLLUS, GUITA	9685
137.	DONALD, BRITTON	10058
138.	DOOLEY, CARRIE R	11048
139.	DUCKSWORTH, CORDERO	15079
140.	DUCUSIN, ROWENA R	2206
141.	DULING, REVELLE T	10099
142.	DUNN, CAROL A	9921
143.	DUNN, LETISHA	18936
144.	DURHAM SUPPLY INC.	8434
145.	DURMMOND, DELOIS	19176
146.	EARNEST, SUSAN	14785
147.	EARNESTY, MISTY D	13714
148.	EDMONDS, JEROME C	17166
149.	EDWARDS, SIDNEY C	9438
150.	EJAZ, SUE L	14550
151.	ELDER, SARA E	16530
153.	ESPINOZA, HECTOR	8622
154.	EVANS, DEBORAH L	6011
155.	FABER, CHARLES	10736
156.	FARTINI, MICHAEL	13396
157.	FATHI AZZALARAB LLC	17674
158.	FAVALE, JOSEPH	10237
159.	FENSTER, JOVI Z	11726
160.	FERGUSON, LAQUANDA	19118
161.	FERRAN, TIMOTHY ALAN	9077
162.	FERRI, LORRAINE M	10811
163.	FIDEL, BENARD	13556
164.	FIFERLICK, DAWN K	10013
165.	FLYNN, DENNIS	10765
166.	FORMAN, DARYLE	11386
167.	FORT COLLINS UTILITIES	19994
168.	FOX, CLARK L	3895
169.	FRANCIS, MILDRED	11762
171.	FRATRICH, STEPHEN J	11389
172.	FREDERICK HART CO. INC.	1619
173.	FREDERICK HART INC. DBA	1203
174.	FREDRICK, LINDA	18563
175.	FRED'S SMALL ENGINE REPAIR	11446
176.	FUELLING, TERRY	8302
177.	GABERT, JUDITH A	13135
178.	GARCIA, MARIA	6124
179.	GARTNER, JONATHAN C	13808
180.	GARVEN, EDWINA D	10538
182.	GEARY, ELIZABETH S	10131
183.	GENERAL INTERNATIONAL POWER PRODUCTS, LLC	1751
184.	GEOG, CLINTON J	1713
185.	GILHUYS, MARSHA	11660
186.	GILLETTE, JEFFREY R	12239
187.	GLASSER-SCHWARTZ INVEST P/S PLAN	12131
188.	GODFREY, ANDREW C	11767
189.	GODFREY, ANDREW CARL	4932
190.	GOEHL, LAWANA R	11763
192.	GOLAY, LYNETTE R	14771
193.	GONZALEZ, MARTIN	13273

Debtors' Thirty-Seventh Omnibus Objection to Claims
Exhibit 1 - Disputed Claims

Schedule of Disputed Claims to be Reclassified		
Ref #	Disputed Claims	Affected Proof of Claim No.
194.	GONZALEZ, ANA Y	19347
195.	GONZALEZ, HECTOR L.	18372
196.	GOODY PRODUCTS, SUBSIDIARY OF NEWELL BRANDS, INC.	6714
197.	GORIN, TRECI S	17721
198.	GRAFFEO, NICHOLAS	19092
199.	GREEN, CHAD E	19602
200.	GREEN, GEOFFREY K.	6261
201.	GREEN, SCOTT M	11994
202.	GREENUP, PAULA	16521
203.	GREER III, RUSSELL T	2330
204.	GREESON, JILLIAN J	18892
205.	GRIEGO, LORETTA S	9598
206.	GROGNO, HEIDI I	10595
207.	GROOME, DAVID A	10863
208.	GROUPON, INC.	14912
209.	GUERRA, JEAN M	13822
210.	GUTIERREZ, MIGUEL VARGAS	16363
211.	GUTIERREZ, RODRIGO A	19149
212.	GWENDOLYN, DAVIS	20265
213.	HAGEN, SARRA J	10403
214.	HAHN, CRAIG A	11014
215.	HALL, CAROLE A	12340
216.	HALL, REBECCA R	15002
217.	HALTER, SYLVIA	18880
218.	HAMEL, ALAN R	2257
219.	HAMILTON, JEFFREY	9537
220.	HAMM, MICHAEL	15066
221.	HAMMOCK, DONALD M	1980
222.	HAMOCK, DONALD M	9464
223.	HANESWORTH, DANIEL J	8126
224.	HARDING, EDWA	11971
225.	HAYES, ATISA	4390
226.	HEIVILIN, DEBRA J	10600
227.	HELMS, RODNEY E	5451
228.	HERNANDEZ, JOSE	17995
229.	HOAGLAND, AARON L	17066
230.	HOFMANN, JOSEPH A	13187
231.	HOLGUIN, SYLVIA	13245
232.	HOLLOWAY, FELICIA	9203
233.	HOLMES, CAROL	10437
234.	HONEYCUTT, AMY L	18914
235.	HORACIO, FURLONG	11964
236.	HOWARD, SANDRA	18860
238.	HUDDLESTON, RAMONA	8572
239.	HUGHES, ALEXIS D	19673
240.	HULETT, IRENE C.	7669
241.	HULL, GRAYSON S.	14196
242.	HULL, GRAYSON S.	14284
243.	HYANNIS WATER SYSTEM	8133
245.	ILLINOIS SCHOOL DISTRICT U-46	19977
246.	INGRAM, ASHLEY C	12601
247.	INTERNATIONAL DISTRIBUTORS DBA / SUMMIT INTERNATIONAL	20300
248.	ISOM, THOMAS	17400
249.	JACKSON, STEPHEN C.	6287
250.	JACKSON, WENDY	26480
251.	JACKSON, YVONNE	18617
252.	JACQUETEE, HENRY	20135
253.	JASPER MUNICIPAL UTILITIES	10311
254.	JAURE, NICOLE	19460
255.	JENNINGS, MICHELE L	15826
256.	JOHN E NEWMAN / GEORGETOWN PROPERTIES C/O JL & JE NEWMAN SL & ST NEWMAN	19414
257.	JOHNSON JEANNE	9769

Debtors' Thirty-Seventh Omnibus Objection to Claims
Exhibit 1 - Disputed Claims

Schedule of Disputed Claims to be Reclassified		
Ref #	Disputed Claims	Affected Proof of Claim No.
258.	JOHNSON, CASEY	12523
259.	JOHNSON, KELLY L	15570
260.	JOHNSON, MAJOR W.	14700
261.	JOHNSON, MARILYN E	14549
262.	JOHNSON, VICKI M	16491
263.	JOHNSON, ZENOBIA L.	14352
264.	JONES, BETTY J	11593
265.	JONES, MARDIA KAY	17163
266.	JONES, VINCENT L.	12575
267.	KAPPAROS, SANDY P	18976
268.	KAROOIANNIS, CHRISTINA I	19009
269.	KASPARIAN, LAUREEN A.	14480
270.	KASSNER, RACHEL A	11065
271.	KEENS SERVICES, INC.	9154
272.	KELLER, ROSEMARIE ELIZABETH	22578
273.	KELLUM, KIERRA A	12255
274.	KELLY, PEGGY	20515
275.	KEPAA, FAITH	12606
276.	KESSLER, JOAN	11950
277.	KILLINGER, FRED R	18774
278.	KOCANDA, CANDICE T	19678
279.	KOLLARIK CATHERINE L	9528
280.	KRISS, JANE	10586
281.	KRUSZEWSKI , FRANK M	11770
282.	KUNKEL SHARON M	13608
283.	LAGUATAN, ROXANNE S.	5410
284.	LAHEY, TIMOTHY P	10727
285.	LAM, CORNELL K	10771
286.	LANKFORD, DARYL G	11972
287.	LAPAS, ANNETTE	15093
288.	LAVALLEY, ALBERT	10534
289.	LAVRINOVICH YELENA	11675
290.	LAWSON, LINDA P	13700
291.	LECHNER, JAMES HAK SEON	12019
292.	LEDFORD, TESLA A	19644
293.	LEE, CHRISTOPHER B	2790
294.	LEE, VELVA	18784
295.	LENNOX, TIMOTHY ALLEN	17519
296.	LEVIN, EDGAR	9401
297.	LIBERTY MUTUAL INSURANCE COMPANY	14918
298.	LIRANZO, CARLOS A.	2846
299.	LISSER, ALEKSANDR	15076
300.	LOPEZ, JESSE	20329
301.	LOPEZ, SANDRA L	13687
302.	LOSCH, NANCY L.	18227
303.	LOURDES TAMONDONG	20558
304.	LU, XIAOCHANG	107
305.	MACAULAY, TERRY AND KEVIN	15580
306.	MACIAS KRISTINA J	9696
307.	MADISON SUBURBAN UTILITY DIST	12002
308.	MADISON SUBURBAN UTILITY DIST	12006
309.	MADISON SUBURBAN UTILITY DIST	12076
310.	MADISON SUBURBAN UTILITY DIST	12082
311.	MAHONEY, LUCY	10436
312.	MALEK, BARBARA J	12305
313.	MANCERA, JOSE E	17224
314.	MANGA MANUEL E	10371
315.	MANGIA-CUMMINGS, SUZZANN	26443
316.	MARIA DEL CONSUELO AVALOS DE GAYTAN	11324
317.	MARK PLAZA FIFTY L.P.	17340
318.	MARTIN, FLOR S	18911
319.	MARTIN, TAMESIA M	18764

Debtors' Thirty-Seventh Omnibus Objection to Claims
Exhibit 1 - Disputed Claims

Schedule of Disputed Claims to be Reclassified		
Ref #	Disputed Claims	Affected Proof of Claim No.
320.	MARTINEZ, BELINDA	1997
321.	MARTINEZ, MARIA	18567
322.	MASTALERZ, ELLEN T	17079
323.	MATHISEN OPTOMETRY	19246
324.	MATIAS, ROBERTO	10394
325.	MCCAFFERY, DARLENE	3331
326.	MCCAMMITT, ROB L	9777
327.	MCCARSON, KIMBERLY	3082
328.	MCCARSON, KIMBERLY	9651
329.	MCGOWIN, JAY M	9001
330.	MCINTOSH, JULIE L.	12984
331.	MCINTOSH, TARA L	14821
332.	MCNEAL, SHEAKILA	13902
333.	MCNEELA, STEPHEN J	10698
334.	MCS HEMET VALLEY CENTER LLC	16308
335.	MEADORS, SAGE B	12212
336.	MEIXNER, RONALD J	2499
337.	MEJIA, ANGELICA M	16945
338.	MELLAS, CHARLES EDWARD	4686
339.	MERCADO, MARITZA	18844
340.	MERVIN, JAMES A	22593
341.	MIAMI-DADE COUNTY - RER-DERM	8425
342.	MIAMI-DADE COUNTY-DERM	8456
343.	MICKENS, ERRICA	15701
344.	MILLER, ANDREW	13549
345.	MILLS, WILLIE A	10972
346.	MITCHELL, SHANNON H.	23212
347.	MOBIN, MOHAMMAD	15053
348.	MONGE, ANA	19813
349.	MONROE , RICHARD	12175
350.	MOODY, SCHNEAKA	11999
351.	MOORE, JAN	13303
352.	MORGAN, JEFF E.	2799
353.	MORRIS, RUBY	26505
354.	MORRIS, STEVEN D.	9235
355.	MORROW, SANDRA	9441
356.	MOSSO, RONALD T.	12825
357.	MP HOLDINGS, LLC	19628
358.	MUELLER, KATHLEEN P	1966
359.	MURPHY, DARLENE	13612
360.	MUSSELMAN, THOMAS A	11722
361.	NAKAHARA, CATHERINE	17366
362.	NAVARRO, OSCAR	19388
363.	NDUNYU, MARTIN	8615
364.	NELSON, BRIAN L	7621
365.	NELSON, NELECIA	16742
366.	NELSON, WILLIE L	18628
367.	NEWAY INTERNATIONAL INC	11431
368.	NORTHWOODS SHOPPING CENTER, LLC	13355
369.	NY COMMUNITY FINANCIAL LLC	11027
370.	OESTREICH, EVAN R	17240
371.	OKAZAKI, MILTON F.	13336
372.	OLOF, LIDEN	10502
373.	ORNELAS, SYLVIA	20384
374.	OWENS, LORETTA	18760
375.	PACHECO, DONAJI	17118
376.	PAGE, KATRINA A	10792
377.	PAGONE, ELAINE	4912
378.	PARAGON CENTER, LLC	15762
379.	PARKE, STARR L	18211
380.	PARKS, ANTHONY J	11033
381.	PARKS, ANTHONY J.	11115

Debtors' Thirty-Seventh Omnibus Objection to Claims
Exhibit 1 - Disputed Claims

Schedule of Disputed Claims to be Reclassified		
Ref #	Disputed Claims	Affected Proof of Claim No.
382.	PASTRANA, PEDRO J	20278
383.	PATTERSON, SHAWN	17647
384.	PEREZ ALMODOVAR, JOSE G	18855
385.	PEREZ, ROSARIO EDITH	6076
386.	PERLIK, CHERI	9037
387.	PERU K-M COMPANY, LLC	14851
388.	PICKNER, NANCY	13740
389.	POLISE, CONCETTA	6137
390.	POWELL, TANYA	14315
391.	PR FINANCING LIMITED PARTNERSHIP (FRANCIS SCOTT KEY)	19566
392.	PREMIER PRODUCTS LLC	10724
393.	PREUDHOMME, WENDY A	18192
394.	PRICE, HILISHA	18064
395.	RAINES, DANIELLE	18743
396.	RALOWSKI, MARY	10577
397.	RAMER MICHAEL L	11754
398.	RAMIREZ, NAYELI	15149
399.	RASCHE, SHANE	18697
400.	RELIFORD, ERMA	12282
401.	RHEAULT, STEVEN R	11498
402.	RHODE ISLAND TEXTILE CO	6674
403.	RICHARDSON CARLISLE, FLORENCE A.	22399
404.	RICHTER, SABRINA	12631
405.	RIVARD, ANDRE A	14461
406.	ROBERTSON, PIA	18095
407.	ROCKETT, DELLAREESE	14580
408.	RODRIGUEZ, RONALD G	11687
409.	ROGAL, ELIZABETH	10430
410.	ROGERS, DORIS	20147
412.	ROUNDS, SHARON	16045
413.	ROUSSET, RUBEN	12633
414.	ROVETO, DIANE	10450
415.	RURAL KING REALTY, LLC	20191
416.	RURAL KING REALTY, LLC	20192
417.	RURAL KING REALTY, LLC	20198
418.	RURAL KING REALTY, LLC	20199
419.	RUSNAK, ROXANE N	14732
420.	RUTKOWSKI, JENNIFER M	14528
421.	SABOL, PAULA R	15789
422.	SACCO, ZAHILIA	13026
423.	SALAHUDDIN, SHAIFAH	16344
424.	SALAHUDDIN, SHAIFAH	16477
425.	SALAZAR, MARTHA	14212
426.	SANCHEZ, MERCEDES	19828
427.	SANDERS, VERNAIL C	19275
428.	SANTIAGO BRENDA	11251
429.	SAUER, ROLAND R	6514
430.	SCHELL, DEBRA K	11639
431.	SCHMIDT, CHERYL D	15832
432.	SCHOGGINS, WENDY LARSON	5580
433.	SCHUMAN, LINDA	19632
434.	SCOTT HOBSON, TRUSTEE OF SCOTT HOBSON REVOCABLE TRUST	12755
435.	SCREEN ACTORS GUILD-AMERICAN FEDERATION OF TELEVISION AND RADIO ARTISTS	17559
436.	SCREEN ACTORS GUILD-AMERICAN FEDERATION OF TELEVISION AND RADIO ARTISTS	17697
437.	SCREEN ACTORS GUILD-AMERICAN FEDERATION OF TELEVISION AND RADIO ARTISTS	17922
438.	SECCO SHIRLEY A	13399
439.	SECCO, SHIRLEY A	14863
440.	SERRANO-ALATORRE, IRMA Y	15123
441.	SHINE NISHA	19539
442.	SHUSTER, DOUG	20274
443.	SIMPSON, CAMBRIA	14387
445.	WAY STREET LLC	14458

Debtors' Thirty-Seventh Omnibus Objection to Claims
Exhibit 1 - Disputed Claims

Schedule of Disputed Claims to be Reclassified		
Ref #	Disputed Claims	Affected Proof of Claim No.
446.	WEAKLEY, SARAH	8986
447.	WHITEMAK ASSOCIATES, A PENNSYLVANIA LIMITED PARTNERSHIP	13234
448.	WIEDEMANN, LINDA D	13131
449.	WIENM PROPERTIES	12516
450.	WILEY, ALAN	15735
451.	WILLETT, CHRISTOPHER J	18429
452.	WILLIAMS, DORIS	10572
453.	WILLIAMS, JOSEPH	8619
454.	WILLIAMS, MARJORIE	26439
455.	WOOD, DAVID DONALD	9765
456.	WRIGHT, MARQUELLA	15813

Exhibit B

Redline

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : **Chapter 11**
:
SEARS HOLDINGS CORPORATION, et al., : **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
-----X

**ORDER GRANTING DEBTORS' THIRTY-SEVENTH
OMNIBUS OBJECTION TO PROOFS OF CLAIM
(RECLASSIFICATION)**

Upon the *Debtors' Thirty-Seventh Omnibus Objection to Proofs of Claim (Reclassifying Claims)*, filed on October 19, 2021 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; ~~and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on _____ (the “Hearing”); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court;~~ and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Proof of Claim listed on **Exhibit 1** annexed hereto and each asserted claim associated therewith (collectively, the “**Disputed Claims**”) is reclassified in its entirety to a general unsecured claim.
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.
4. The rights of the Debtors to assert further objections to the Disputed Claims, in whole or in part, and on any basis, are fully preserved.

5. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

6. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2021
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE